

**CONSTITUTION OF THE  
4<sup>TH</sup> BATTALION, THE ROYAL AUSTRALIAN REGIMENT ASSOCIATION,  
QUEENSLAND INCORPORATED**

**GLOSSARY OF TERMS**

AGM	Annual General Meeting.
Association and Incorporation	4 RAR Association, Qld, Inc; the “Association”.
Committee Members	Office Bearers.
Executive Committee	President, Secretary and Treasurer
Floor Members	All those Ordinary members who are not office bearers.
Guests	
Official Guest	A person who is invited by the Association, and who is attended by a host from the Association.
Private Guest	A person who is invited by and hosted by a member.
Membership	
Ordinary Member	Ordinary membership provides full voting rights and access to all member benefits to all serving and former members of the Battalion and to members of all Corps and Philanthropic Organisations who have served on the posted strength of the Battalion.
Associate Member	Eligibility criteria for Associate membership shall be determined by the Association and administered by the Management Committee. Such memberships, which will be established by invitation, may generally include, wives of serving and former members of the Battalion, adult family of serving and former members and widows and other relatives of deceased members and others deemed acceptable as having a close relationship with the Association. Associate members do not have voting rights.
Life Member	Life Membership provides free membership of the Association together with full voting rights. Life membership may be awarded by the Association on the recommendation of the Management Committee to Ordinary members of the Association who have given outstanding service to the Association for a period of not less than in aggregate of not less than five years. A Life member who was previously an Ordinary member may hold office within the Association.

Honorary Member	Honorary membership provides complimentary membership of the Association but with no voting rights. Honorary membership may be awarded by the Association to any person who gives or has given outstanding service to the Association. Eligibility criteria shall be determined by the Association on the recommendation of the Management Committee and shall usually be offered for an initial twelve-month period but with the approval of a General Meeting, may be extended.
Ordinary Committee Members	Office Bearers other than the Executive
Profitability	the Association is a not-for-profit organization; “profitability” herein means that the Association does not run at a loss, but raises sufficient funds to meet its financial obligations
Proxy Vote	a proxy vote is one where a financial Ordinary or Life member, who is unable to attend a general meeting, may vote by means of a Proxy Vote and who bestows his vote to another person. A person who holds a proxy for a member is to be recorded as such in the minutes of the meeting.
Quorum	a quorum is the minimum number of financial Ordinary or Life members, as detailed at Clause 33 of the Constitution, who must be present at a general meeting, to allow the meeting to proceed.

**CONSTITUTION OF THE  
4TH BATTALION, THE ROYAL AUSTRALIAN REGIMENT ASSOCIATION,  
QUEENSLAND, INCORPORATED  
(4 RAR ASSOC, QLD, INC)**

**RULES**

**PART 1 – INTERPRETATION**

**1. Interpretation**

- (1) In these rules;
- (a) Act means the Associations Incorporation Act 1981.
  - (b) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

**PART 2 – NAME OF THE ASSOCIATION**

**2. Name**

- (1) The name of the incorporated association is:
- (a) 4th Battalion, The Royal Australian Regiment Association, Queensland, Incorporated, with the short title of 4 RAR Assoc, Qld, Inc and within these rules; the Association.

**PART 3 – OBJECTS AND POWERS**

**3. Objects**

- (1) The objects of the Association are to:
- (a) Assist the widows and children of deceased members of the Battalion.
  - (b) Assist the sick, wounded and needy of those who served the Battalion.
  - (c) Provide a referral service to relevant advocacy, pension and welfare agencies.
  - (d) Provide appropriate welfare and practical support to the members of the 4th Battalion, The Royal Australian Regiment (4 RAR) and their dependents.
  - (e) Preserve the memory of those who died in service with the Battalion.
  - (f) Foster and maintain the history of the Battalion.
  - (g) Maintain the Battalion's memorials.

- (h) Protect the good name of the Battalion and preserve its interests in the community.

#### **4. Powers**

- (1) The Association has the powers of an individual and may for example:
  - (a) enter into contracts;
  - (b) acquire, hold, deal with and dispose of property;
  - (c) make charges for services and facilities it supplies; and
  - (d) other things necessary or convenient to be done in carrying out its affairs.
- (2) The Association may take over the funds and other assets and liabilities of the present unincorporated association known as The 4th Battalion, The Royal Australian Regiment Association, Queensland.
- (3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

### **PART 4 - MEMBERSHIP**

#### **5. Classes of Members**

- (1) The membership of the Association consists of Ordinary members and any of the following classes of members:
  - (a) Associate members,
  - (b) Life members, and
  - (c) Honorary members.

#### **6. Automatic Membership**

- (1) A person who, on the day the Association is incorporated, was a member of the unincorporated association and who on, or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee:
  - (a) to the equivalent class of membership of the Association as the member held in the unincorporated association; or

#### **7. New Membership**

- (1) An applicant for member of the Association must be proposed by one member of the Association (the proposer) and seconded by another member (the seconder).
- (2) An application for membership must be:

- (a) in writing,
- (b) signed by the applicant and the applicants proposer, and
- (c) in the form decided by the management committee.

## **8. Joining and Membership Fees**

(1) The joining and membership fee for each Ordinary membership and for each other class of membership shall be:

- (a) the amount decided by the members from time to time at a general meeting; and
- (b) is payable when and in any way, that the management committee decides.

(2) A member of the unincorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

## **9. Admission and Rejection of New Members**

(1) The management committee must consider an application for membership at the next committee meeting held after it receives:

- (a) the application for membership,
- (b) the appropriate joining or membership fee for the application.

(2) The management committee must ensure that, as soon as possible after the person applies to become a member of the Association and before the management committee considers the persons application, the person is advised:

- (a) whether or not the Association has public liability insurance; and
- (b) if the Association has public liability insurance, the amount of the insurance.

(3) The management committee must decide at the meeting whether to accept or reject the application.

(4) If a majority of members of the management committee present at the meeting, vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

(5) The secretary of the Association must, as soon as practical, after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **10. When Membership Ends**

- (1) A member may resign from the Association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at:
  - (a) the time the notice is received by the secretary; or
  - (b) if a time is stated in the notice, the later time.
- (3) The management committee may terminate a member's membership if the member:
  - (a) is convicted of an indictable offence,
  - (b) does not comply with any of the provisions of these rules,
  - (c) has membership fees in arrears for at least two months, or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **11. Appeal Against Rejection or Termination of Membership.**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must within, one month after receiving the notice, call a general meeting to decide the appeal.

## **12. General Meeting to Decide Appeal**

- (1). The general meeting to decide an appeal must be held within three months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

- (3) The management committee and the members of the committee who rejected the application or who terminated the membership must also be given a full and fair opportunity to show why the application should be rejected or the membership be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must as soon as practicable, refund the joining or membership fee paid by the person.

### **13. Register of Members**

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member:
  - (a) The full name of the member.
  - (b) The postal or residential address of the member.
  - (c) The date of admission as a member.
  - (d) The date of death or date of resignation of the member.
  - (e) Details about the termination or resignation of membership.
  - (f) Any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) The management committee however, may on application of the member of the Association, withhold information if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk or harm.

### **14. Prohibition on the Use of Information on the Register of Members**

- (1) A member of the Association must not:
  - (a) use information obtained from the register of members of the Association to contact or send material to another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send

material, to another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

(2). Rule 14 (1) does not apply if the use or disclosure of the information provided is approved by the Association.

## **PART 5 – THE MANAGEMENT COMMITTEE**

### **15. The Appointment or Election of the Secretary**

(1) The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:

- (a) a member of the Association elected by the Association as secretary; or
- (b) any of the following persons appointed by the management committee as secretary:
  - (i) a member of the Association's management committee;
  - (ii) another member of the Association; or
  - (iii) another person.

(2) If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the Association within one month after incorporation.

(3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Association within one month after the vacancy happens.

(4) If the management committee appoints a person mentioned in Rule 15 (1) (b) (ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

(5) If the management committee however, appoints a person mentioned in Rule 15 (1) (b) (ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

(6) If the management committee appoints a person mentioned in Rule 15 (1) (b) (iii) as secretary, the person does not become a member of the management committee.

(7) In this rule, the term casual vacancy on a management committee means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

**16. Removal of Secretary**

- (1) The management committee of the Association may at any time remove a person appointed by the committee as secretary.
- (2) If the management committee removes a secretary who is the person mentioned in Rule 15 (1) (b) (i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in Rule 15 (1) (b) (ii) and who has been appointed to a casual vacancy on the management committee under Rule 15 (5) the person remains a member of the management committee.

**17. Functions of the Secretary**

- (1) The secretary's functions include, but are not restricted to:
  - (a) calling meetings of the Association, including preparing notices of a meeting and of business to be conducted at the meeting in consultation with the president of the Association,
  - (b) keeping minutes of each meeting,
  - (c) keeping copies of all correspondence and other documents relating to the Association, and
  - (d) maintaining the register of members of the Association.

**18. Membership of the Management Committee**

- (1) The management committee of the Association consists of a president, treasurer and any other members of the Association members elected at a general meeting.
- (2) A member of the management committee, other than a secretary appointed by the management committee under Rule 15 (1) (b) (iii), must be a member of the Association.
- (3) At each annual general meeting of the Association, the members of the management committee must retire from office, but are eligible on nomination, for re-election.
- (4) A member of the Association may be appointed to a casual vacancy on the management committee under Rule 21.

**19. Electing the Management Committee**

- (1) A member of the management committee may only be elected as follows.
  - (a) Any two member of the Association may nominate another member (the candidate) to serve as a member of the management committee.

- (b) The nomination must be:
    - (i) in writing,
    - (ii) signed by the candidate and the members who nominated the candidate, and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held.
  - (c) Each member of the Association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the management committee.
  - (d) If at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person:
- (a) is an adult, and
  - (b) is not ineligible to be elected as a member under Section 61A of the Act.
- (3) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least seven days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
- (a) whether or not the Association has public liability insurance; and
  - (b) if the Association has public liability insurance, the amount of the insurance.

**20. Resignation, Removal or Vacation of Office of Management Committee Member**

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at:
- (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice, the later time.

- (3). A member may be removed from office at a general meeting of the Association if a majority of members present and eligible to vote at the meeting, vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6). A member immediately vacates the office of member in the circumstances mentioned in Rule 64 (2) of the Act

## **21. Vacancies on the Management Committee**

- (1) If a casual vacancy happens on the management committee, the continuing members of the management committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- (2) If the continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) If the number of committee members is less than the number fixed under Rule 24 (1) as a quorum of the management committee, the continuing members may act only to:
  - (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the Association.

## **22. Functions of the Management Committee**

- (1) Subject to these rules or a resolution of the members of the Association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

***Note: The Act prevails if the association's rules are inconsistent with the Act; see Section 1B of the Act.***

- (3) The management committee may exercise the powers of the Association to:
  - (a) borrow, raise or secure the payment of amounts in a way the members of the association decide;

- (b) secure the amounts mentioned in Rule 22.(3) (a) or the performance of any debt, liability , contract, guarantee, or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association’s property, both present and future;
- (c) purchase, redeem or pay off any securities issued;
- (d) borrow amounts from members and pay interest on the amounts borrowed;
- (e) mortgage or charge the whole or part of its property;
- (f) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
- (g) provide and pay off any securities issued; and
- (h) invest in a way the members of the Association may from time to time decide.

(4) For Rule 22 (3) (d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent , regardless of the term of the loan by:

- (a) the financial institution for the Association; or
- (b) if there is more than one financial institution for the Association, the financial institution nominated by the management committee.

### **23. Meetings of the Management Committee**

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every four (4) months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in Rule 23 (5) is taken to be present at the meeting.
- (7) A question arising at the committee meeting is to be decided by a majority of vote of members of the committee present at the meeting and if all votes are equal, the question is decided in the negative.

(8) A member of the management committee must not vote on a question about a contract or proposed contract if the member has an interest in the contract or proposed contract and if the member does vote, the members vote must not be counted.

(9) The president is to preside as the chairperson at a management committee meeting.

(10) If there is no president or if the president is not present within ten (10) minutes after the time fixed for a management committee meeting, the members may choose one (1) of their number to preside as chairperson of the meeting.

#### **24. Quorum for and Adjournment of, a Management Committee Meeting**

(1) At a management committee meeting, more than fifty per cent (50%) of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:

- (a) the meeting is to be adjourned for at least one day; and
- (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting in Rule 24 (3), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

#### **25. Special Meeting of the Management Committee**

(1) If the secretary receives a written request signed by at least thirty three per cent (33%) of the members of the management committee, the secretary must call a special meeting of the management committee by giving each member of the committee notice of the meeting within fourteen (14) days after the secretary receives the request.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state:

- (a) why the special meeting is called, and
- (b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state:

- (a) the day, time and place of the meeting, and
- (b) the business to be conducted at the meeting.

(5) A special meeting of the management committee must be held within fourteen (14) days after the notice of the special meeting is given to the members of the management committee.

## **26. Minutes of a Management Committee Meeting**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting or, the chairperson of the next management committee meeting verifying their accuracy.

## **27. Appointment of Subcommittees**

(1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association operations.

(2) A member of a subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and if the votes are equal, the question is to be decided in the negative.

## **28. Acts Not Affected by Defects or Disqualification**

(1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to be validly performed.

(2) Rule 28 (1) applies even if the act was performed when:

- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **29. Resolutions of the Management Committee Without Meeting**

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in Rule 29 (1) may consist of several documents in like form, each signed by one (1) or more members of the committee.

## **PART 6 – GENERAL MEETINGS**

### **30. First Annual General Meeting**

- (1) The first annual general meeting must be held within six (6) months after the end date of the association's first reportable financial year.

### **31. Business to be Conducted at an Annual General Meeting**

- (1) This rule applies to a Level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the Association:
  - (a) receiving the Association's financial statement and signed statement for the last reportable financial year,
  - (b) presenting the financial statement and signed statement to the meeting for adoption, and
  - (c) electing members of the management committee.

### **32. Notice of General Meeting**

- (1) The secretary may call a general meeting of the Association.
- (2) The secretary must give at least fourteen (14) days notice of the meeting to each member of the Association.
- (3) If the secretary is unable or unwilling to call a meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) The notice however, of the following meetings must be given in writing:
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision to:
    - (i) reject the person's application for membership of the Association, or

(ii) terminate the person's membership of the Association.

(b) a meeting called to hear and decide a proposed special resolution of the Association.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

### **33. Quorum for and Adjournment of a General Meeting**

(1) The quorum for a general meeting is at least the number elected or appointed to the management committee at the close of the Association's last general meeting plus one (1).

(2) If all members of the Association however, are members of the management committee, the quorum is the total number of members less one (1).

(3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the management committee or the Association, the meeting lapses.

(5) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called other than on the request of the management committee or the Association:

(a) the meeting is to be adjourned for at least seven (7) days; and

(b) the management committee is to decide the day, time and place of the adjourned meeting.

(6) The chairperson may, with the consent of any meeting at which there is a quorum and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

(8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.

(9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for a general meeting.

### **34. Procedure at a General Meeting**

(1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(2) A member who participates in a meeting as mentioned in Rule 34 (1) is taken to be present at the meeting.

- (3) At each meeting:
- (a) the president is to preside as chairperson;
  - (b) if there is no president or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### **35. Voting at a General Meeting**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to one (1) vote and if the votes are equal, the chairperson has the casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) If at least twenty per cent (20%) of the members present however, demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **36. Special General Meeting**

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within fourteen (14) days after:
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by at least:
    - (i) thirty three per cent (33%) of the number of members of the management committee when the request was signed; or
    - (ii) the number of ordinary members of the association equal to double the number of members of the Association on the management committee when the request was signed.

- (c) being given a written notice of intention to appeal against the decision of the management committee to:
  - (i) reject an application for membership, or
  - (ii) terminate a person's membership.

(2) A request mentioned in Rule 36 (1) (b) must state:

- (a) why the special general meeting is being called, and
- (b) the business to be conducted at the meeting.

(3) A special general meeting must be held within three (3) months after the secretary:

- (a) is directed to call the meeting by the management committee;
- (b) is given the written request mentioned in Rule 36.(1) (b); or
- (c) is given written notice of an intention to appeal as mentioned in Rule 36.(1) (c).

(4) If the secretary is unable or unwilling to call the special general meeting, the president must call the meeting.

**37. Proxies**

(1) An instrument appointing a proxy must be in writing and be in the following or similar form:

[Name of association]:  
 I, \_\_\_\_\_ of \_\_\_\_\_, being  
 a member of the association, appoint  
 \_\_\_\_\_ of \_\_\_\_\_  
 as my proxy to vote for me on my behalf at the (annual) general  
 meeting of the association, to be held on the \_\_\_\_\_ day of  
 20\_\_\_\_\_  
 and at any adjournment of the meeting.  
 Signed this \_\_\_\_\_ day of  
 20\_\_\_\_\_.  
 \_\_\_\_\_  
 Signature

(2) The instrument appointing a proxy must:

- (a) if the appointer is an individual, be signed by the appointer or the appointer's attorney properly authorised in writing.

(3) A proxy may be a member of the Association or another person.

(4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

(5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(6) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

(7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

*Name of association*]:  
 I, \_\_\_\_\_ of \_\_\_\_\_, being  
 a member of the association, appoint \_\_\_\_\_  
 of \_\_\_\_\_  
 as my proxy to vote for me on my behalf at the (annual) general  
 meeting of the association, to be held on the \_\_\_\_\_ day of  
 \_\_\_\_\_ 20\_\_\_\_\_  
 and at any adjournment of the meeting.  
 Signed this \_\_\_\_\_ day of  
 20\_\_\_\_\_.  
 \_\_\_\_\_  
 Signature  
 This form is to be used \*in favour of/\*against [*strike out  
 whichever is not wanted*] the following resolutions: [*List  
 relevant resolutions*]

### **38. Minutes of a General Meeting**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

(2) To ensure the accuracy of the minute:

- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the Association, the secretary must, within twenty eight (28) days after the request is made:

- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place, and
- (b) give the member copies of the minutes of the meeting.

(4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

## **PART 7 – BY-LAWS AND RULES**

### **39. By-Laws**

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Association.

### **40. Alteration of Rules**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) An amendment, repeal or addition however is valid only if it is registered by the chief executive.

## **PART 8 – ASSOCIATION COMMON SEAL**

### **41. Common Seal**

- (1) The management committee must ensure the Association has a common seal.
- (2) The common seal must be:
  - (a) kept securely by the management committee, and
  - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
  - (a) the secretary, or
  - (b) another member of the management committee, or
  - (c) someone authorised by the management committee.

## **PART 9 – ASSOCIATION FUNDS**

### **42 Funds and Accounts**

- (1) The funds of the Association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Association of \$200 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) of the following:
  - (a) the president,
  - (b) the secretary,
  - (c) the treasurer, or
  - (d) any one (1) of three (3) other members of the association who have been authorised by the management committee to sign cheques issued by the Association.
- (6) One of the persons who signs the cheque however, must be either the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a management committee meeting.

#### **43. General Financial Matters**

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the association's powers.

#### **44. Documents**

- (1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

#### **45. Financial Year**

- (1) The end date of the Association's financial year is 30 June in each year.

### **PART 10 – SURPLUS OF ASSETS**

#### **46. Distribution of Surplus Assets to Another Entity**

- (1) This rule applies if the Association:
  - (a) is wound-up under part 10 of the Act, and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Association.
- (3) The surplus assets must be given to another entity:
  - (a) having objects similar to the Association's objects, and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule: *surplus assets* see section 92(3) of the Act.